

**MINUTES OF MEETING**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS**

**WEDNESDAY, NOVEMBER 19, 2008 AT 4:00 P.M.**

**IN THE MARY BRENNAN BOARD ROOM**

**2000 POST ROAD**

**WARWICK, RHODE ISLAND**

**The meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors**

**was called to order by Chair, Kathleen C. Hittner, M.D., at 4:00 p.m., in the Mary Brennan Board Room at 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.**

**BOARD MEMBERS PRESENT: Kathleen C. Hittner, M.D; James Forte; Robert D. Sangster; Russell Hahn; Michael Traficante; Joseph Larisa (arrived at 4:20 p.m.)**

**BOARD MEMBERS ABSENT: Joseph Cianciolo.**

**ALSO PRESENT: Kevin A. Dillon, A.A.E., President and CEO; and those members listed on the attendance sheet attached hereto.**

**1. Approval of the Minutes:**

**A motion was made by Mr. Traficante and seconded by Mr. Hahn to approve the minutes of the Board Meeting of October 15, 2008. The motion was passed unanimously.**

## **2. Open Forum:**

**Dr. Hittner asked if anyone present wanted to speak in Open Forum.**

**Mr. Greg Mancini, representing Build RI, a coalition of trade associations and management, briefed the Board on his concerns related to the awarding of union and non union contracts for the Intermodal project as it relates to Gilbane's agreement with certain trade unions.**

**Dr. Hittner thanked Mr. Mancini for his comments.**

## **3. Report from Chair, Board of Directors:**

**There was no report.**

## **4. Report from President and CEO:**

**Mr. Dillon reported that there was a single engine aircraft accident at North Central Airport which had regrettably claimed the lives of two individuals, one with very close ties to the airport. Mr. Ron Tetreault was employed in RIAC's Building Maintenance Department, and was also the husband of Mrs. Beth Tetreault, who is employed as RIAC's**

**Procurement Specialist. The Board extended their sincere condolences to Mrs. Tetreault.**

**Mr. Dillon gave a holiday update, reporting that WPRO Radio would be broadcasting from the terminal on November 26, 2008. As parking will be at a premium in the short term (hourly) parking lot, employees and tenants will be temporarily relocated to the long term parking lot.**

**Mr. Dillon gave an update on the testing of the BHS system, indicating that the anticipated start up date for the 30-day run period is December 1, 2008. It is anticipated that the old machines in the terminal lobby will be decommissioned in January.**

**Mr. Dillon reported that passenger traffic for October was down 8.35% (6.01% year to date) and capacity was down 9.74%. The trend of losses should continue, however, at a smaller rate since year-over-year capacity reductions continue to shrink (6% and 4% for November and December respectively).**

**Mr. Dillon reported that he is continuing dialogue with several airlines interested in starting service at T. F. Green.**

**Mr. Dillon gave an update on the NW and Delta merger noting that it was not anticipated that there would be frequency reductions at T. F. Green, but there could be a consolidation of rental space.**

**Mr. Dillon reported that he is continuing community outreach. There was a meeting with the Warwick Legislators at the airport on November 18, 2008, which provided a good forum to discuss mutual issues.**

**Mr. Dillon reported that the Governor had held a media briefing on the Intermodal project on October 28, 2008, which received favorable press. Mr. Dillon noted that pile driving on the project is underway.**

**Mr. Dillon reported that there is a new TSA initiative across the country where airports will have a “Green Family Lane” which can be used by families and people with medical needs who need additional time to go through the screening process.**

**Mr. Dillon reported that there are still several concession spaces under construction. Borders and New York Times will both open in early 2009. There was specific discussion on the opening times of the various concessions, and Mr. Dillon noted that these times are monitored to coincide with peak passenger flow.**

## **5. Operations and Capital Committee Report:**

**Mr. Forte reported that there was no meeting in November but that there were several items on the agenda for Board consideration. Mr. Forte also reported that he had signed the following change orders:**

**Skanska PVD - Terminal Security Temp Wall Clean-Up & Repairs from storm damage (Insurance Reimbursable) \$ 59,663.00 May**  
**Security Revisions (COR 227 & Options 1 thru 4) \$ 83,191.00**  
**Grading at East Expansion (COR 232) \$ 56,670.00**  
**Alhambra OQU - Hangar Relocate Underground Electrical Supply \$ 59,769.00 November**

**Action Item:**

**(a) Consideration of and Action Upon Approval of a Project Initiative Agreement Under the Amtrak Force Account Agreement for Safety, Protection and Engineering Services Associated with the Warwick Intermodal Facility at T. F. Green Airport.**

**Mr. Dillon gave an overview of the Agreement. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a Project Initiative with Amtrak to perform Safety, Protection and Engineering Services associated with the Warwick Intermodal Facility at T. F. Green Airport, subject to RIDOT and FHWA approval.**

**A motion was made by Mr. Traficante and seconded by Mr. Larisa to**

**approve the following resolution:**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) Board approved a Force Account Agreement with Amtrak on July 28, 2008 to provide various Safety, Protection, Engineering and Contractor Services related to the construction of the Intermodal Facility; and**

**WHEREAS, Amtrak requires that its personnel provide Safety and Protection Services for any personnel and/or equipment that will be working within twenty-five feet of the rail tracks; and**

**WHEREAS, Amtrak requires reimbursement for certain engineering services related to the modification and improvements to Amtrak lines to accommodate the Intermodal Facility; and**

**WHEREAS, Gilbane Building Company and Amtrak have prepared and reviewed a schedule identifying when Amtrak Safety and Protection Services may be required; and**

**WHEREAS, Amtrak has reviewed the total work to be performed to accommodate the construction of the Intermodal Facility and identified Engineering Services necessary to support this work; and**

**WHEREAS, Amtrak has prepared, and RIAC has received, a Project Initiative Scope and Fee to provide Safety, Protection and Engineering Services in the amount of \$4,883,712 and RIAC staff**

**recommends approval; and**

**WHEREAS, the services that are being provided under this Project Initiative are included in the Train Platform and Related Amtrak Items line item of the Intermodal Facility budget.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board authorizes the President and CEO, or his designee, to execute a Project Initiative with Amtrak to perform Safety, Protection and Engineering Services associated with the Warwick Intermodal Facility at T. F. Green Airport in a not-to-exceed amount of \$4,883,712, subject to RIDOT and FHWA approval.**

**The motion was passed unanimously.**

**(b) Consideration of and Action Upon Approval of a Lease Agreement for ATM Space in the T. F. Green Airport Terminal.**

**Mr. Dillon gave an overview of the agreement. The recommendation is that the Board authorize the President and CEO, or his designee, to execute a Lease Agreement with Atlas ATM for ATM space in the T. F. Green Airport terminal in substantially the form presented, with review by Legal Counsel.**

**A motion was made by Mr. Traficante and seconded by Mr. Forte to**

**approve the following resolution:**

**WHEREAS, Atlas ATM has been a tenant at the T. F. Green Airport terminal since 1998 representing Bank RI ATM machines; and**

**WHEREAS, the agreement with Atlas ATM expired on October 31, 2008; and**

**WHEREAS, the Rhode Island Airport Corporation (RIAC) and Atlas ATM desire to continue the mutually beneficial business relationship between the entities; and**

**WHEREAS, RIAC has negotiated a Lease Agreement with Atlas ATM to continue providing ATM services in the T. F. Green Airport terminal for a five year term from November 1, 2008 through October 31, 2013 at \$4,000.00 per month with annual Consumer Price Index (CPI) increases, plus additional rent of seven percent (7%) of all transaction fees and other charges.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO, or his designee, to execute a Lease Agreement with Atlas ATM for ATM space in the T. F. Green Airport terminal in substantially the form presented with review by Legal Counsel.**



**The motion was passed unanimously.**

## **6. Executive Session:**

**A motion was made by Mr. Hahn and seconded by Mr. Larisa to amend the agenda to add to the Executive Session a discussion item related to the investment of public funds where premature disclosure would be detrimental to the public interest as it relates to Intermodal contract negotiations. The motion was passed unanimously.**

**At approximately 4:26 p.m., a motion was made by Mr. Hahn and seconded by Mr. Traficante to go into Executive Session for the purposes of discussing the following items:**

**(a) Discussion Related to Security (Staffing) - R.I.G.L. § 42-46-5(a)(3).**

**(b) Working Session Related to Collective Bargaining - R.I.G.L. § 42-46-5(a)(2).**

**(c) Discussion Related to Investment of Public Funds (Contract Negotiation Strategy) - R.I.G.L. § 42-46-5(a)(7).**

**(d) One Potential (Non-Public) Litigation Matter - R.I.G.L. § 42-46-5(a)(2).**

**By the following roll call vote the motion was passed unanimously.**

**YEAS: Kathleen C. Hittner, M.D.**

**James Forte**

**Michael Traficante**

**Robert D. Sangster**

**Russell Hahn**

**Joseph Larisa**

**NAYS: None**

**ABSTAIN: None**

**7. Reconvene to Open Session and Announcements:**

**At approximately 5:05 p.m., a motion was made by Mr. Hahn and seconded by Mr. Sangster to reconvene to the Open Session. The motion was passed unanimously.**

**A motion was made by Mr. Hahn and seconded by Mr. Traficante to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4. By the following roll call vote the motion was passed unanimously:**

**YEAS: Kathleen C. Hittner, M.D.**

**James Forte**

**Michael Traficante**

**Robert D. Sangster**

**Russell Hahn**

**Joseph Larisa**

**NAYS: None**

**ABSTAIN: None**

**8. Human Resources Committee Report:**

**Mr. Sangster reported that the Committee had met prior to the Board Meeting and there was one consent item on the agenda for approval by the Board.**

**(a) Consideration of and Action Upon Approval of a Memorandum of Understanding (MOU) with the Rhode Island State Police for Services of a Liaison Officer.**

**A motion was made by Mr. Sangster and seconded by Mr. Forte to approve the following resolution:**

**WHEREAS, the Rhode Island Airport Corporation (RAIC) and the Rhode Island State Police (RISP) have previously entered an MOU pursuant to which RISP has provided an Interim Chief of Police for RIAC; and**

**WHEREAS, the RISP Lieutenant serving as the Interim Chief recently retired; and**

**WHEREAS, after consultations with RISP, RIAC has started the process to conduct a national search to hire a permanent RIAC Chief of Police; and**

**WHEREAS, RIAC and RISP mutually desire to continue the close professional working relationship between the two agencies by having RISP station a RISP Lieutenant at RIAC facilities to serve as a liaison officer; and**

**WHEREAS, RIAC and RISP propose entering into a new MOU (and terminate the original agreement) to formalize the Liaison Officer's assignment with RIAC reimbursing RISP for its actual costs of the deployed officer.**

**NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:**

**That the Board hereby authorizes the President and CEO, or his designee, to execute an MOU with the Rhode Island State Police.**

**The motion was passed unanimously.**

**9. Future Meeting:**

**The next meeting is scheduled for Wednesday, December 17, 2008 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.**

**10. Adjournment:**

**Mr. Traficante moved to adjourn the meeting at 5:10 p.m. Mr. Forte seconded the motion. The motion was passed unanimously.**

**Respectfully submitted,**

**Kathleen C. Hittner, Chair**

**Rhode Island Airport Corporation**

**ATTENDANCE SHEET**

**RHODE ISLAND AIRPORT CORPORATION**

**BOARD OF DIRECTORS MEETING**

**NOVEMBER 19, 2008**

**NAME      AFFILIATION**

**Peter Frazier      RIAC**

**Brian Schattle      RIAC**

**Ann Clarke      RIAC**

**Patti Goldstein    RIAC**

**Don Pillsbury     RIPA**

**Val Mendonca    HNTB**

**Meredith Holderbaum   Senate Fiscal Office**

**Robert Goff      New England Parking**

**Michael Kennedy   Gilbane**

**Greg Mancini     Build RI**

**The minutes of the Executive Session of the Board Meeting of November 19, 2008 have been sealed in accordance with R.I.G.L. § 42-46-4.**